

BY-LAWS AND RULES OF PROCEDURE OF THE
REDEVELOPMENT AUTHORITY
Of the City of Menasha, Wisconsin

As adopted by the Redevelopment Authority on December 6, 2005, and
As approved by the Menasha Common Council on December 19, 2005

ARTICLE 1 – THE AUTHORITY

Section 1 – Constitution of Authority. The name of the Authority shall be The Redevelopment Authority of the City of Menasha.

Section 2 – Office of Authority. The office of the Authority shall be the City of Menasha Community Development Department, City Hall, 140 Main Street, Menasha, Wisconsin, 54952.

Section 3 – General Rules. The Authority shall be governed by Wisconsin Statutes and as the same may hereafter be amended; by all ordinances of the City of Menasha as they relate to the Authority, and as such ordinances may hereafter be amended; and by the By-Laws set forth herein. All provisions of Wisconsin Statutes, or ordinances of the City of Menasha as may be enacted from time to time, shall take precedence over these By-Laws. The Authority shall exercise all powers conferred, and perform all duties imposed by Wisconsin Statutes and ordinances of the City of Menasha and shall perform such further and other duties as may be properly required by the Common Council. Specific action taken related to the following powers shall be subject to review and approval by the Common Council:

- a. Acquisition and transfer of real estate.
- b. Exercise of powers of eminent domain.
- c. Issuance of debt.
- d. Establishment of an annual budget.

ARTICLE 2 – OFFICERS

Section 1 – Officers. The officers of the Authority shall be a Chairperson, Vice-Chairperson, Executive Director, and Treasurer. The Authority may appoint at its discretion such other officers as may be deemed necessary.

Section 2 – Chairperson. The Chairperson shall act as presiding officer of all meetings of the Authority, and shall be elected from among the commissioners at the meeting of the Authority in May of each and every year. The Chairperson shall have the right to vote and make motions; shall rule on matters of procedure, subject to appeal from such rulings by proper motion; and shall conduct the meetings in accordance with these By-Laws.

Section 3 – Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. The Vice-Chairperson shall be elected from among the commissioners at the meeting of the Authority in May of each and every year.

Section 4 – Executive Director. The City of Menasha Community Development Director shall act as the Executive Director and Secretary of the Authority. The Executive Director is an ex-officio member of the Authority with the right to participate in all deliberations and actions thereof, but shall not have the power to vote on any matters that may come before the Authority. The Executive Director shall manage and supervise the administrative operation of the Authority in accordance with the direction of the Board. The Executive Director shall also (a) execute

documents, in conjunction with the Chairperson, on behalf of the Authority; (b) keep the minutes of the meetings of the Authority; (c) ensure that all notices are duly given in accordance with the provisions of these By-Laws or as otherwise required by law; (d) serve as custodian of the records of the Authority; and, (e) in general, perform all duties incidental to the operation of the Authority. The Executive Director may delegate to an appropriate person the responsibility for recording the minutes of the meetings of the Authority.

Section 5 – Treasurer. The City of Menasha Comptroller/Treasurer shall perform the duties of Treasurer of the Authority. The Treasurer is an ex-officio member of the Authority with the right to participate in all deliberations and actions thereof, but shall not have the power to vote on any matters that may come before the Authority. The Comptroller/Treasurer shall have the care and custody of all funds of the Authority. Such funds shall be deposited in the manner provided by law in the name of the Authority in such banks as designated as official depositories for City of Menasha, as authorized by the Common Council. The Comptroller/Treasurer may properly commingle and invest Authority funds with City funds, provided that a concise and accurate accounting record of the Authority's funds is maintained. The Comptroller/Treasurer, City Clerk, and Mayor or Common Council President by original signature or authorized facsimile shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Authority, as submitted by the Executive Director. The Comptroller/Treasurer shall keep regular books of accounts showing receipts and expenditures and shall render to the Treasurer of the Authority, monthly, an account of his or her transactions and also the financial condition of the Authority.

Section 6 – Terms of Office, Vacancies. Officers shall be elected annually. Should the offices of Chairperson or Vice-Chairperson become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the remainder of the unexpired term of said office.

ARTICLE 3 – MEETINGS

Section 1 – Annual Meeting. The annual meeting of the Authority shall be held the first Tuesday of May of each and every year.

Section 2 – Regular Meetings. Regular meetings shall be held at a place, time and date established by the Authority.

Section 3 – Special Meetings. The Chairperson may, when deemed expedient, and shall, upon the request of two members of the Authority, call a special meeting of the Authority for the purpose of transacting only that business designated in the call. No other business shall be considered at such a special meeting. All meetings of the Authority shall be called and held in accordance with the Open Meetings Law, Chapters 19.81 through 19.98 of the Wisconsin Statutes.

Section 4 – Quorum. The powers of the Authority shall be vested in the commissioners thereof. Four commissioners shall constitute a quorum for the purpose of conducting business.

Section 5 – Conduct of Business. All meetings of the Authority shall be conducted in accordance with parliamentary procedure as determined by the most recent edition of Robert's Rules of Order.

Section 6 – Voting. In the event that any member shall disqualify himself or herself to vote on any matter, he/she shall, nonetheless, be counted in determining whether a quorum is present, but his/her disqualification shall not decrease the number of votes required for passage of any motion, resolution or the taking of any other action.

ARTICLE 4 – LEGAL COUNSEL

Legal Counsel. The Menasha City Attorney/Human Resources Director shall act as legal counsel to the Authority, consulting with outside legal authority as needed. Said provision of legal counsel shall be subject to any potential conflict of interest with regard to representation of the City of Menasha. The City Attorney/Human Resources Director is an ex-officio member of the Authority with the right to participate in all deliberations and actions thereof, but shall not have the power to vote on any matters that may come before the Authority.

ARTICLE 5 – SUBCOMMITTEES

Subcommittees. The Authority, by a majority vote of its members, may establish working subcommittees to review and act on matters relevant to community development, revitalization, and housing. The roles and responsibilities of such subcommittees shall be as prescribed by the Authority. Furthermore, the Chairperson, or the membership of the Authority by a majority vote of its members, may establish ad hoc groups for the purpose of study and review of issues as determined by the Authority. Such ad hoc groups shall have no power to act except to report findings and recommendations to the Authority.

ARTICLE 6 – AMENDMENTS

Amendments. Proposed amendments to the By-Laws of the Authority shall be in writing, and shall be delivered to all commissioners at least five days in advance of the date of the meeting when action on the proposed change(s) is scheduled. All action on the By-Laws shall be by a 2/3 vote of the total membership of the Authority and shall subsequently be approved by the Common Council on a simple majority vote.

